

SUMMARY OF THE INFORMATION FILE RELATING TO THE CASH NOTE ISSUANCE PROGRAM

Date of initial program implementation: 2013

Date of last program update: 2019

ISSUANCE PROGRAM CEILING

800,000,000 MAD

NOMINAL VALUE

100,000 MAD

FINANCIAL ADVISOR
PLACEMENT AGENCY
DOMICILIARY ESTABLISHMENT



Visa from the Moroccan Capital Market Authority (AMMC)

In accordance with the provisions of the circular of the Moroccan Capital Market Authority (AMMC), this reference document was registered by the AMMC on September 04, 2020 under reference EN / EM / 020/2020

This reference document can only be used as a basis for canvassing or for collecting orders in the context of a financial transaction if it is part of a prospectus duly approved by the AMMC.

Annual update of the information file relating to the commercial paper issuance program

On the date of registration of this reference document, the AMMC referred to the annual update of the information file relating to the commercial paper issuance program. Said file is made up of:

- of this reference document;*
- of the note relating to the commercial paper program registered by the AMMC on 13decembre 2020, under the reference EN / EM/ 016/2019 and available on the following link:*

http://www.ammc.ma/sites/default/files/Note_BT_LBV_016_2019_2.pdf

Said update has been approved by the AMMC under reference VI / EM/ 017/2020



Siham JBILOU

Certified Translator & Interpreter

Warning

The Moroccan Capital Market Authority (AMMC) approved on 04 September 2020 an information file relating to the issuance of commercial paper by Label'Vie SA

The information file approved by the AMMC is available at any time at the headquarters of Label'Vie SA, on the latter's website www.labelvie.ma, and with his financial advisor. It is also available within a maximum of 48 hours from order collection establishments.

The information pack is made available to the public on the AMMC website www.ammc.ma

This summary has been translated by Siham JBILOU, a Certified Translator & Interpreter in Rabat, under the joint responsibility of the Translator and Label'Vie SA. In the event of a discrepancy between the content of this summary and that of the information file referred to by the AMMC, only the information file referred to is valid.

Siham JBILOU

Certified Translator & Interpreter



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Partie I. PRESENTATION OF THE OPERATION


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I. Overall characteristics of the operation

I.1. General framework of the operation

In application of the provisions of article 15 of law n ° 35-94 modified and supplemented by law 33-06 and promulgated by dahir n ° 1-95-3 of 24 Châabane 1415 (January 26, 1995), of the 'decree of the Minister of Finance and Foreign Investments N ° 2560-95 of October 9, 1995 relating to Negotiable Debt Securities and AMMC circular n ° 03/19 of February 20, 2019 relating to financial operations and information, Label' Vie issues interest-bearing commercial papers to the public as a representation of a debt right for a period of less than or equal to one year.

The Board of Directors, which met on September 24, 2013, authorized the issuance of Treasury Notes with a ceiling of 800,000,000 MAD, and gave full powers to Mr. Zouhair Bennani, who is Chairman of the Board of Directors of Label 'Vie SA, to define the characteristics of each issue carried out under the program.

In addition, the Board of Directors, held on November 29, 2019, approved and ratified, for all practical purposes:

- i. The commercial paper program as well as the powers granted by the Board of Directors held on September 24, 2013 to Mr. Zouhair BENNANI in his capacity as Chairman of the Board of Directors, to define the characteristics of each issue carried out under the program commercial paper and;
- ii. All the acts and decisions taken by Mr. Zouhair BENNANI in his capacity as Chairman of the Board of Directors for the purposes of the commercial paper program and considers them to be valid and enforceable against the third party and the company in all their effects.

To this end, Label 'Vie SA issues to the public Interest-bearing Treasury Notes to represent a debt right, for a period of less than or equal to one year.

In accordance with the provisions of article 15 of law n ° 35-94 promulgated by the dahir n ° 1-95-3 of 24 Châabane 1415 (January 26, 1995) and the decree of the Minister of Finance and external investments n ° 2560-95 of October 9, 1995 relating to negotiable debt securities, Label 'Vie SA has drawn up, with the Consulting Body, this information file relating to its activity, its economic and financial situation and its program of 'program.

In application of article 17 of law n ° 35-94, and as long as the debt securities are in circulation, the file will be the subject of an annual update within forty-five (45) days from the holding of the Ordinary General Meeting of shareholders ruling on the annual accounts for the last financial year.

In accordance with article 1.59 of the AMMC circular, and in application of the provisions of the second paragraph of article 17 of law n ° 35-94, the update of the note relating to the issuance program is will make, within fifteen (15) days before the effective date, any change to the characteristics of said program. An immediate update of the information file will be made in the event of any new event likely to have an impact on the evolution of the value of the securities or the successful completion of the program.

I.2. Investors targeted by the program

The targeted subscribers are natural or legal persons, resident or non-resident, of Moroccan or foreign nationality.

Subscriptions must be made in cash, regardless of the category of subscribers.

I.3. Subscription period

Whenever Label 'Vie SA shows a need for cash, CDG Capital will open the subscription period at least 3 working days before the vesting date.

It should be noted that the subscription period may be closed early as soon as the placement of the entire issue has been made.

I.4. Placement agency - financial intermediary

The placement is carried out exclusively by CDG Capital.

However, it can also be carried out by one or more bodies designated by itself. In this case, an investment syndicate will be formed at least 15 days before the subscription period and the investment agreement will be submitted to the AMMC for assessment before the opening of the subscription period.

Type of financial intermediaries	Last name	Address
Financial Advisor		Mamounia building, Place Moulay Hassan, Rabat
Placement agency	CDG Capital	Phone: 05 37 66 52 52
Securities account holder establishment		Fax: 05 37 66 52 80
Institution providing financial services for securities		

II. Objectives of the operation

Label 'Vie has carried out a program to issue commercial paper in order to:

- i. Meet its one-off cash requirements resulting from variations in working capital requirements during the year;
- ii. Diversify funding sources for better negotiation with its financial partners;
- iii. Optimize the cost of short-term financing by partially substituting commercial paper for existing bank loans;
- iv. Consolidate its image with institutional investors through increased visibility on the capital market.

III. Characteristics of the commercial paper to be issued

Form	Dematerialized Negotiable Debt Securities by registration with the Central depository (Maroclear) and registered in an account with authorized affiliates.
Nature	Bearer commercial paper.
Program cap	800,000,000 MAD
Nominal Unit Value	100,000 MAD
Maturity	Between 10 days and 1 year
Number of titles	8,000
Date of enjoyment	On the settlement date.
Interest rate	Fixed determined for each issue according to market conditions.
Interests	Post-counted.
Coupon payment	Ultimately, that is, at the end of each note.
Repayment of capital	Ultimately, that is, at the end of each note.
Assimilation clause	The commercial paper issued are not the subject of any assimilation to securities from a previous issue.
Negotiability of securities	No restriction is imposed by the conditions of the issue on the negotiability of the issued commercial paper. The securities are negotiable over-the-counter.

Guarantee	The issue does not benefit from any guarantee.
Rank	The Treasury Note issuance program is not subordinated to any other debt of the company.
Rating	The commercial papers issued are not subject to any rating



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Partie II. ISSUER INFORMATION

I.



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activity Description

I.1. Information on Label Vie

Company name	Label Vie SA
The head office	<ul style="list-style-type: none"> ▪ Headquarters: Angle Rue Rif and Route des Zaers Km 3,5 Souissi Rabat. ▪ Hay Riyadh administrative headquarters: Rabat, Angle Avenue Annakhil and Avenue Mehdi Ben Barka Espace les Lauriers, Hay Riyad, Rabat. ▪ Skhirat administrative headquarters: Rural commune of Assabah, prefecture of Skhirat Témara, Ouled Othmane, National road n° 1.
Phone	05 37 56 95 95
Fax	05 37 56 95 66
Website	www.labelvie.ma
Legal form	Public limited company under Moroccan private law with a Board of Directors
Date of constitution	16-Oct-85
Lifetime :	99 years old
Trade register number:	27 433 Rabat
Social exercise	From January 1 to December 31
Initial public offering date	02-Jul-08
Share capital (at 05/31/2020)	283,896,200 MAD, divided into 2,838,962 shares with a par value of 100 MAD each
Social object	<p>According to article 2 of the articles of association, the purpose of the company is:</p> <ul style="list-style-type: none"> • The purchase and sale, in the form of self-service (supermarket) or any other form, of any article and everyday consumer product and in particular: food products, cleaning products, perfumery, lingerie, drugstore, gardening, furnishing and decoration products, articles for children (toys, hosiery, etc.), electronic articles (radios, televisions, photos, stoves, refrigerators, etc.), paramedical articles, tobacco, tobacco articles, newspapers, stationery and bookstores; • The operation of bakeries, pastry shops, butchers, fishmongers, roisserie, etc. ; ; • The purchase and retail sale of all drinks (alcoholic or not), all in accordance with the laws and regulations in force in Morocco; • The company may also take an interest in any Moroccan and foreign companies or companies whose business is similar or likely to promote and develop its own business; • And more generally, all industrial, commercial, financial, movable or real estate operations directly or indirectly related to the corporate purpose and likely to promote its achievement.
List of applicable laws and regulations	<p>By virtue of its legal form, the company is governed by law n° 17-95 promulgated by Dahir n° 1-96-124 of August 30, 1996 relating to public limited companies, as amended and supplemented by laws n° 81- 99, 23-01, 20-05, 78-12. Through its listing on the Casablanca Stock Exchange, Label Vie SA is subject to all legal and regulatory provisions relating to the financial market and in particular:</p> <ul style="list-style-type: none"> • The Dahir relating to law n° 1-93-212 of September 21, 1993 as amended and supplemented by law n° 23-01, law 36-05 and law 44-06; • The Dahir on law n° 1-12-55 of December 28, 2012 promulgating law n° 44-12 relating to the public offering for savings and the information required from legal entities and bodies making a public offering. saving ; • The Dahir on law n° 1-95-3 of January 26, 1995 promulgating law n° 35-94 relating to certain negotiable debt securities, as amended and supplemented by laws n° 35-96 and 33-06 ; • Dahir on law n° 1-93-211 of September 21, 1993 relating to the Casablanca Stock Exchange as amended and supplemented by laws n° 34-96, 29-00, 52-01, 45-06, 43-09; • General regulations of the Casablanca stock exchange approved by the decree of the Minister of the Economy and Finance, by the decree n° 1268 - 08 of 07 July 2008 amended and supplemented by the decree of the Minister of the Economy and Finance n° 1156-10 of April 7, 2010, n° 30-14 of January 6, 2014 and n° 1955-16 of July 4, 2016; • Dahir on law n° 1-96-246 of January 9, 1997 promulgating law n° 35-96 relating to the creation of a central depository and the establishment of a general system of registration in account of certain values as amended by Law No. 43-02; • General Regulations of the Central Depository approved by the Order of the Minister of the Economy and Finance n° 932-98 of April 16, 1998 and amended by the Order of the Minister of the Economy, Finance, Privatization and Tourism n° 1961-01 of October 30, 2001 and order n° 77-05 of March 17, 2005; • Dahir N° 1-04-21 of April 21, 2004 promulgating Law N° 26-03 relating to public offers on the Moroccan stock market as amended by Law N° 46-06; • General regulations of the AMMC approved by the order of the Minister of the Economy and Finance N° 2169-16 of July 14, 2016; • AMMC circular n° 03/19 of February 20, 2019 relating to financial operations and information.

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	By virtue of its activity, Label Vie SA is subject to the various legislative texts as presented in the section “Activity sector, National environment of mass distribution, Sector of activity”.
Places to consult legal documents	The social, accounting and legal documents whose communication is required by law, as well as the articles of association, can be consulted at the company's registered office.
Competent court in the event of a dispute	Commercial Court of Rabat
Tax system	<ul style="list-style-type: none"> • The Company is subject to corporation tax at the rate of the progressive scale; • The Company is subject to VAT (0%, 7%, 10%, 14% and 20%), and to the common law rate (20%) for investments and other products.

Source: Label Vie

I.2. Distribution of sales by department according to the different formats (2017-2019)

In MMAD	2017	2018	2019	TCAM 17/19
PGC and Liquids	4,519.70	4,941.00	5,805.04	13.3%
Carrefour Market	1,743.20	1,900.40	2,087.55	9.4%
Carrefour Hyper	767.9	859.6	950.19	11.2%
Atacadao	2,008.60	2 180.90	2,767.29	17.4%
Fresh products	2 151.90	2 353.20	2,619.94	10.3%
Carrefour Market	969.4	1,113.30	1,302.39	15.9%
Carrefour Hyper	579.4	648.6	692.42	9.3%
Atacadao	603.1	591.3	625.13	1.8%
Leisure & Appliances	237.4	277.7	294.77	11.4%
Carrefour Market	7.3	4.6	1.71	-51.6%
Carrefour Hyper	227.9	272.6	292.66	13.3%
Atacadao	2.2	0.5	0.39	-57.8%
Bazaar	222.2	230.5	240.76	4.1%
Carrefour Market	54.6	43.3	43.77	-10.5%
Carrefour Hyper	138.2	154.3	159.10	7.3%
Atacadao	29.4	33	37.89	13.5%
Home textiles and equipment	76.2	84.4	90.38	8.9%
Carrefour Market	8.1	6.8	4.99	-21.5%
Carrefour Hyper	67.2	76.9	84.54	12.2%
Atacadao	0.9	0.7	0.86	-2.5%
Services	323.7	330.5	391.78	10.0%
Carrefour Market	2.7	33.1	53.22	344.0%
Carrefour Hyper	102	92.7	87.75	-7.2%
Atacadao	218.9	204.7	250.82	7.0%
Total Sales HT	7,531.10	8,217.30	9,442.67	12.0%

Source: Label Vie



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Certified Translator & Interpreter

II. Shareholding

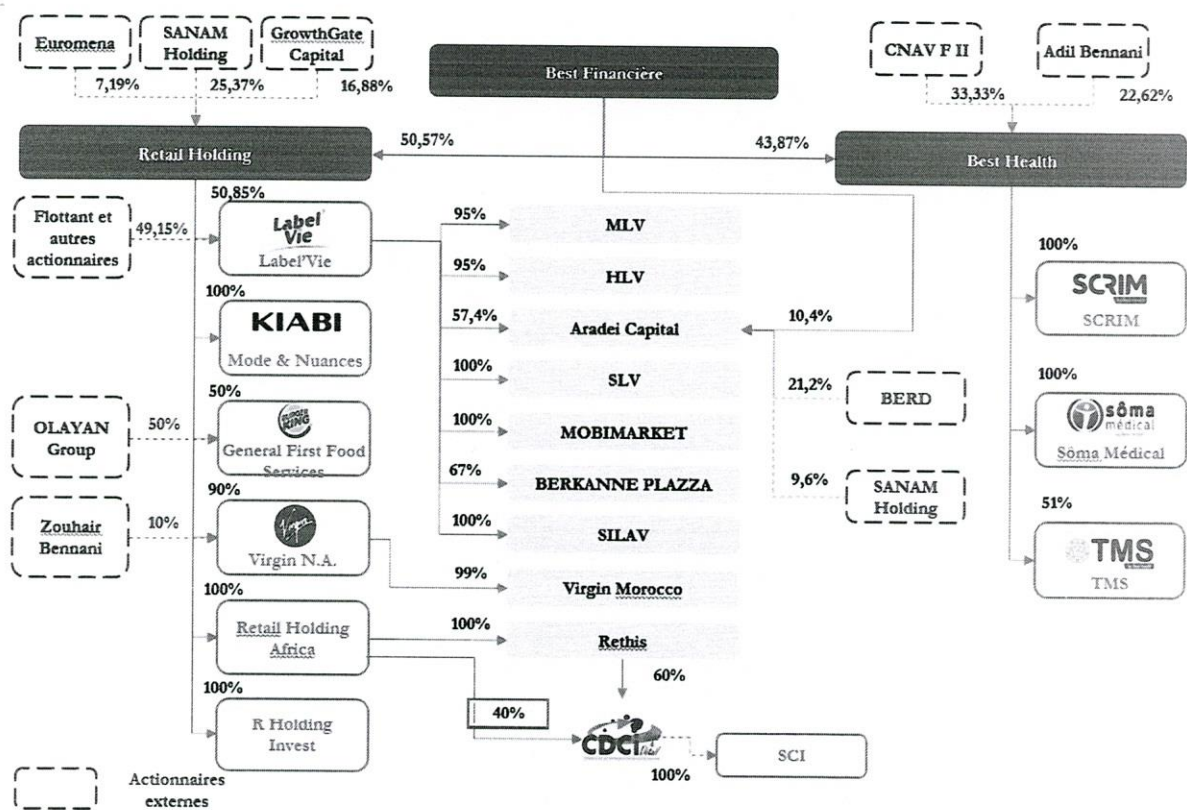
Label Vie shareholding as of 05/31/2020

Shareholders	Of actions	05/31/2020 Voting rights	% of capital
Retail Holding	1,435,545	1,435,545	50.57%
Floating	1,061,333	1,061,333	37.38%
SAHAM Insurance	235 201	235 201	8.28%
ALJIA Holding (formerly ETAMAR)	106,000	106,000	3.73%
Employees	883	883	0.03%
Total	2 838 962	2 838 962	100.00%

Source: Label Vie

III. Legal organization chart

Figure 1 : Legal organization chart of Best Financière as of 12/31/2019



Source: Label Vie

The diversification of the group's activities has led the managers to opt for a reorganization by business lines. Thus, the Best Financière Group is organized around 2 areas of activity, achieving a net loss of -0.3 MMAD in 2019. The drop in net income is mainly to be attributed to the significant drop due to the exceptional re-invoicing that took place in 2018 on Label Vie under various development and construction (25 MMAD) and the end of invoicing of management fees to Retail Holding.

Its main shareholders are AZ Développement (55.3%) YADOGHI Capital (29.5%), Zouhair Bennani (7.1%), Rachid Hadni (3.80%), Adil Bennani and Youness Bennani (1.4% respectively), Latifa Bennani and Mouna Bennani (0.71% respectively).

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Certified Translator & Interpreter

Partie III. FINANCIAL DATAS



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I. Consolidated annual accounts

I.1. Consolidated annual assets over the period (2017-2019)

In MMAD	2017	2018	VAR 17-18	2019	VAR 18-19
Intangible assets (A)	772.4	836.8	8%	985.1	18%
R&D fixed assets	397.5	464.4	17%	539.6	16%
Patents, trademarks, rights & val. similar	20.9	18.9	-10%	20.6	9%
Commercial funds	353.5	353.5	0%	424.8	20%
gap acquisition	0.5	-	-	-	-
Tangible assets (B)	1,601.6	1,724.4	8%	2 347.6	36%
Land	178.4	194.9	9%	194.9	0%
Constructions	505.8	607.3	20%	625.4	3%
Technical installations, equipment and tools	343.9	362.7	6%	400.1	10%
Transportation equipment	0.4	0.3	-33%	0.2	-30%
Furniture, matt. office and furnished. various	338.2	442.2	31%	526.5	19%
Other tangible fixed assets	28.6	24.9	-13%	30.1	21%
investments in progress	206.3	92.2	-55%	570.5	519%
Financial fixed assets (C)	1384.9	1386.7	0%	1388.3	0%
Locked-in loans	-	-	-	-	-
Equity securities	1,351.6	1,352.8	0%	1,359.5	0%
Other financial claims	33.3	33.8	2%	28.9	-15%
Currency translation difference Assets (D)	-	-	-	-	-
TOTAL I = (A + B + C + D)	3 758.8	3 947.9	5%	4 721.0	20%
Stocks (E)	1285.4	1478.3	15%	1,616.0	9%
Merchandise	1274.2	1466.5	15%	1,601.2	9%
Consumable materials and supplies	11.2	11.8	5%	14.8	25%
Current products	-	-	-	-	-
Finished products	-	-	-	-	-
Receivables from Current Assets (F)	1,409.1	1,563.9	11%	1,681.1	7%
Suppliers debtors, advances and down payments	83.9	101.7	21%	139.7	37%
Customers and related accounts	833.9	828.0	-1%	893.2	8%
Staff	9.9	15.2	54%	17.6	15%
State	428.8	465.3	9%	560.5	20%
Associate accounts	-	-	-	-	-
Other debtors	22.0	128.6	> 100%	48.9	-62%
Accruals-asset accounts	30.6	25.1	-18%	21.2	-15%
Securities and investment securities (G)	50.1	21.3	-58%	21.3	0%
Currency translation difference Assets (H)	1.1	0.9	-14%	0.4	-62%
TOTAL II (E + F + G + H)	2,745.8	3064.4	12%	3 318.7	8%
Cash assets	544.6	873.8	61%	564.8	-35%
Checks and bills to cash	56.5	71.4	26%	78.2	10%
Banks, TG & CP	475.5	789.8	66%	470.7	-40%
Cash registers, agencies and letters of credit	12.7	12.7	0%	15.8	25%
TOTAL III	544.6	873.8	61%	564.8	-35%
GENERAL TOTAL (I + II + III)	7,049.2	7 886.1	12%	8,604.5	9%

Source: LabelVie

I.2. Consolidated annual liabilities over the period (2017-2019)

In MMAD	2017	2018	Var. 17 - 18	2019	Var. 18 - 19
Equity					
Social or personal capital	283.9	283.9	0.00%	283.9	0.00%
Share premium, merger, contribution deviations acquisition	1150.5	1150.5	0.00%	1150.5	0.00%
Legal reserve	25.5	28.4	11.30%	28.4	0.00%
Other reserves (consolidated reserves)	-32.6	28.6	-187.90%	95.3	232.86%
Deferral again	28.2	51.9	83.90%	120.7	132.90%
Consolidated net income	240.9	288.4	19.70%	318.0	10.27%
TOTAL SHAREHOLDERS 'EQUITY (A)	1,696.3	1,831.7	8.00%	1,996.9	9.02%
Minority interests (B)					
Minority interests	12.4	15.4	24.30%	18.6	20.53%
Financing debts (C)					
Bond loans	1,500.0	1,500.0	0.00%	1219.8	-18.68%
Other financing debts	603.7	807.4	33.70%	1,459.4	80.76%
Sustainable provisions for risks and charges (D)					
	2.2	6.4	191.20%	8.1	26.74%
Passive Translation Difference (E)					
	-	-	-	-	-
TOTAL I (A + B + C + D + E)	3,814.7	4 160.9	9.10%	4,702.8	13.02%
Current liabilities (F)					
Accounts payable	2 805.3	3 039.2	8.30%	3358.1	10.49%
Credit customers, advances and down payments	31.9	42.2	32.30%	54.7	29.61%
Staff	8.1	7.0	-13.00%	6.9	-1.41%
Social organizations	16.0	14.7	-8.40%	14.0	-4.60%
State	227.7	225.2	-1.10%	255.9	12.61%
Associate accounts	0.1	0.2	67.80%	0.2	17.34%
Other creditors	5.7	4.9	-14.10%	4.1	-16.33%
Accruals accounts - liabilities	18.3	17.3	-5.20%	7.2	-38.52%
Other provisions for risks and charges (G)					
	1.1	4.1	273.60%	0.5	-87.28%
Passive translation difference (H)					
	0.3	0.3	0.10%	0.1	-76.73%
TOTAL II (F + G + H)	3 114.5	3355.2	7.70%	3,701.7	10.33%
Liability cash					
Discount credits	-	-	-	0.0	-
Cash loans	120.0	370.0	208.30%	200.0	-45.95%
Banks (credit balances)	-	-	-	0.0	-
TOTAL III	120.0	370.0	208.30%	200.0	-45.95%
GENERAL TOTAL I + II + III	7,049.2	7 886.1	11.90%	8,604.5	9.11%

Source: LabelVie

I.3. Consolidated annual income statement (2017-2019)

In MMAD	2017	2018	Var. 17 - 18	2019	Var. 18-19
Sales of goods as is	7,531.1	8,217.3	9.1%	9,442.7	14.9%
Sales of goods and services produced	743.5	815.6	9.7%	953.1	16.9%

Consolidated turnover	8,274.6	9,033.0	<i>9.2%</i>	10,395.8	<i>15.1%</i>
Resumption of operations	95.4	103.4	<i>8.4%</i>	105.8	<i>2.3%</i>
Consolidated operating income I	8,370.0	9,136.4	<i>9.2%</i>	10 501.6	<i>14.9%</i>
Resale purchases of goods	6 667.2	7 246.7	<i>8.7%</i>	8,412.3	<i>16.1%</i>
Purchases consumed from mat. and supplies	177.3	182.1	<i>2.7%</i>	201.9	<i>10.9%</i>
Other external charges	478.7	526.2	<i>9.9%</i>	569.6	<i>8.5%</i>
Dues and taxes	46.8	52.9	<i>13.1%</i>	59.5	<i>12.4%</i>
Staff costs	388.9	423.5	<i>8.9%</i>	468.2	<i>10.6%</i>
Other operating expenses	6.7	0.1	<i>-99.1%</i>	0.0	<i>-100.0%</i>
Operating allocations	250.1	278.2	<i>11.2%</i>	324.3	<i>16.6%</i>
Consolidated operating expenses II	8,015.6	8,709.7	<i>8.7%</i>	10,035.9	<i>15.2%</i>
OPERATING RESULT (I-II) III	354.4	426.7	<i>20.4%</i>	465.7	<i>9.2%</i>
Income from equity securities and fixed assets	65.4	67.2	<i>2.7%</i>	71.3	<i>6.1%</i>
Exchange gains	1.6	3.2	<i>98.2%</i>	1.6	<i>-51.1%</i>
Interest and other financial income	39.3	39.9	<i>1.6%</i>	34.1	<i>-14.6%</i>
Financial reversals and expense transfers	11.4	12.0	<i>4.8%</i>	9.5	<i>-20.6%</i>
Financial Products IV	117.8	122.2	<i>3.8%</i>	116.5	<i>-4.7%</i>
Interest charges	141.7	137.6	<i>-2.9%</i>	134.9	<i>-2.0%</i>
Exchange losses	4.5	3.9	<i>-13.0%</i>	1.5	<i>-61.5%</i>
Other financial charges	1.4	4.4	<i>211.8%</i>	5.5	<i>24.0%</i>
Financial allocations	1.1	0.9	<i>-14.0%</i>	0.4	<i>-60.2%</i>
Financial charges V	148.8	146.8	<i>-1.3%</i>	142.2	<i>-3.1%</i>
Financial Result (IV-V) VI	-31.0	-24.6	<i>-20.6%</i>	-25.7	<i>4.4%</i>
CURRENT RESULT (III + VI) VII	323.4	402.1	<i>24.3%</i>	440.1	<i>9.4%</i>
Proceeds from disposal of fixed assets	5.3	92.0	<i>1655.7%</i>	1.5	<i>-98.5%</i>
Other non-current products	4.5	2.1	<i>-52.8%</i>	1.3	<i>-37.0%</i>
Non-current reversals transfer charges		0.4	<i>100.0%</i>	4.6	<i>1055.4%</i>
Non-Current Products VIII	9.8	94.5	<i>864.4%</i>	7.5	<i>-92.1%</i>
Net depreciation value of assets sold	6.6	55.8	<i>745.7%</i>	1.1	<i>-98.0%</i>
Other non-current charges	2.8	36.6	<i>1207.7%</i>	10.2	<i>73.2%</i>
NC allocations to depreciation and provisions	1.6	6.2	<i>289.5%</i>	3.2	<i>49.1%</i>
Non-current loads IX	11.1	98.7	<i>788.9%</i>	14.5	<i>85.4%</i>
Non-current result (VIII-IX) X	-1.2	-4.2	<i>245.9%</i>	-7.0	<i>65.9%</i>
PROFIT BEFORE TAX (VII + X) XI	322.2	397.9	<i>23.5%</i>	433.1	<i>8.8%</i>
Income taxes	81.3	109.5	<i>54.7%</i>	115.1	<i>5.1%</i>
NET PROFIT	240.9	288.4	<i>19.7%</i>	318.0	<i>10.3%</i>
Net income, Group share	237.9	285.2	<i>19.9%</i>	312.0	<i>9.4%</i>
Minority Net Income	3.0	3.2	<i>5.5%</i>	6.0	<i>87.0%</i>

Source: Label Vie

II. Company annual accounts

I.1. Annual social assets (2017-2019)

In MMAD	2017	2018	Var 17-18	2019	Var 18-19
Fixed Assets In Non-Value (A)	305.1	373.0	<i>22.2%</i>	435.7	<i>16.8%</i>
Preliminary costs	0			0.1	

Expenses to be spread over several years	305.1	373.0	22.2%	435.6	16.8%
Bond redemption premiums					
Intangible assets (B)	177.1	175.0	-1.2%	176.9	1.1%
Capital in Research and Development					
Patents, Trademarks, Rights & Values. Similar	20.3	18.3	-10.1%	20.2	10.5%
Commercial funds	156.7	156.7	0.0%	156.7	0.0%
Other intangible assets					
Tangible assets (C)	1 292.20	1417.5	9.7%	1,997.2	40.3%
Land	178.4	194.9	9.3%	194.9	0.0%
Constructions	489.3	591.4	20.9%	610.3	3.2%
Technical installations, equipment and tools	195.4	219.4	12.3%	243.8	11.1%
Transportation equipment	0.4	0.2	-32.6%	0.2	-23.5%
Furniture, matt. office and furnished. various	225.1	323.1	43.5%	390.2	20.8%
Other tangible fixed assets					
investments in progress	203.8	88.5	-56.6%	557.8	550.3%
Financial fixed assets (D)	1643.00	1644.7	0.1%	1647.9	0.2%
Locked-in loans					
Other financial claims	16.7	17.3	3.3%	12.3	-20.1%
Equity securities	1626.30	1627.5	0.1%	1635.6	0.5%
Other fixed securities					
Currency translation difference Assets (E)					
Decrease in locked-in receivables					
Increase in financing debts					
TOTAL I = (A + B + C + D + E)	3,417.40	3610.3	5.6%	4,257.6	17.9%
Stocks (F)	596.2	691.7	16.0%	766.4	10.8%
Merchandise	586.9	681.8	16.2%	754.8	10.7%
Consumable materials and supplies	9.4	9.9	5.6%	11.6	17.1%
Current products					
Interim products & residual products					
Finished products					
Receivables from Current Assets (G)	1,437.70	1 607.8	11.8%	1,818.5	13.1%
Suppliers debtors, advances and down payments	34.1	41.6	22.1%	53.5	28.8%
Customers and related accounts	1,104.00	1,126.7	2.1%	1,358.7	20.8%
Staff	8.3	12.7	53.1%	14.5	13.9%
State	239.9	269.1	12.2%	319.3	18.7%
Associate accounts					
Other debtors	22.6	133.0	489.6%	53.3	-50.0%
Accruals-asset accounts	28.9	24.6	-14.9%	19.2	-21.5%
Securities and investment securities (H)	10.9	7.0	-35.3%	7.0	0.0%
Currency translation difference Assets (I)	1	0.8	-19.3%	0.3	-66.8%
TOTAL II (F + G + H + I)	2,045.80	2 307.3	12.8%	2,592.1	12.3%
Cash assets					
Checks and bills to cash	26.2	43.7	66.5%	25.7	-41.2%
Banks, TG & CP	537.6	754.2	40.3%	486.5	-35.5%
Cash registers, agencies and letters of credit	7	7.3	3.4%	10.0	36.9%
TOTAL III	570.9	805.2	41.0%	522.2	-35.1%
GENERAL TOTAL (I + II + III)	6,034.10	6 722.8	11.4%	7,372.0	9.7%

Source: Label Vie

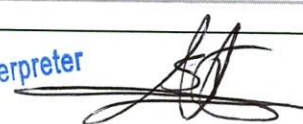
I.2. Annual social liabilities (2017-2019)

In MMAD	2017	2018	Var 17-18	2019	Var 18-19
Equity					
Social or personal capital	283.9	283,896	0.00%	283,896	0.00%
Less: Shareholders, Capital, subscribed not called					
Called capital of which paid					
Share premium, merger, contribution	1150.5	1150.5	0.00%	1150.5	0.00%
Revaluation					
Legal reserve	25.5	28,389	11.50%	28,389	0.00%
Other reserves					
Deferral again	28.2	51.9	83.80%	120.7	132.80%
Net result pending affection					
Net profit for the year	176.6	218.9	23.90%	186,238	-44.91%
TOTAL SHAREHOLDERS 'EQUITY (A)	1664.7	1733.6	4.10%	1769.8	2.09%
Assimilated equity (B)					
Investment grants					
Regulated provisions					
Financing debts (C)	1,941.1	2169.5	11.80%	2,534.9	16.84%
Bond loans	1,500.0	1,500.0	0.00%	1219.8	-18.68%
Other financing debts	441.1	669.5	51.80%	1315.1	96.43%
Sustainable provisions for risks and charges (D)	1	3.7	268.60%	5.6	50.79%
Risk provisions	1	3.7	268.60%	5.6	56.28%
Provisions for expenses					
Passive Translation Difference (E)					
TOTAL I (A + B + C + D + E)	3,606.80	3,906.77	8.30%	4,310.28	10.33%
Current liabilities (F)	2,306.10	2492.0	8.10%	2911.4	16.83%
Accounts payable	1450.60	1,589.8	9.60%	1646.2	3.55%
Credit customers, advances and down payments	1.6	1.9	18.10%	3.4	77.92%
Staff	0.8	1.0	25.30%	1.0	1.86%
Social organizations	11.2	10.0	-11.30%	9.7	-2.90%
State	180.6	178.2	-1.40%	180.1	1.08%
Associate accounts	0.1	0.2	22.60%	0.2	17.40%
Other creditors	645.4	695.1	7.70%	1065.1	53.23%
Accruals accounts - liabilities	15.6	15.9	1.40%	5.7	-64.07%
Other provisions for risks and charges (G)	1	3.8	295.60%	0.3	-92.92%
Passive translation difference (H)	0.3	0.3	-13.60%	0.0	-88.25%
TOTAL H (F + G + H)	2,307.30	2496.0	8.20%	2911.7	16.65%
Liability cash					
Discount credits	120	320	166.70%	150	-53.13%
Cash loans					
Banks (credit balances)					
TOTAL III	120	320	166.70%	150	-53.13%
GENERAL TOTAL I + II + III	6,034.10	6,722.8	11.40%	7,372.0	9.66%

Source: Label Vie

I.4. Annual social income statement (2017-2019)

In MMAD	2017	2018	Var 17-18	2019	Var 18-19
Operating products					
Sales of goods as is	3 327	3 755	12.88%	4,259	13.40%
Sales of goods and services produced	444	514	15.86%	593	15.37%
Turnover	3,770.5	4 269.3	13.20%	4 852.2	13.65%
Changes in product stocks (+ -)					
Immob. Prod. By the SEE pr itself					
Operating grant					
Other exploitation products					
Resumption of operations; load transfers	77	88	13.77%	88	0.33%
TOTAL I	3,847	4 356.886	13.24%	4,941	13.40%
Exploitation charges					
Resold purchases of merchandise	2 854	3 214	12.53%	3,669	14.16%
Purchases of materials and supplies	104	108	3.81%	139	29.03%
Other external charges	222	249	12.13%	300	20.45%
Dues and taxes	22	24	12.50%	27	10.38%
Staff costs	234	256	9.20%	284	11.20%
Other operating expenses					
Operating allocation	143	179	24.74%	212	13.93%
TOTAL II	3,579	4,029	12.57%	4,632	14.91%
Operating results III (I-II)	268	327	22%	309	-6%
Financial products					
Prod. Titles Particip. & others Prod. Imm.	65	67	2.65%	71	8.20%
Exchange gains	1	2	63.00%	1	-49.91%
Financial interests and income	38	38	-4.26%	33	-14.48%
Financial recovery transfer of charges	10	12	21.24%	9	-21.67%
TOTAL IV	115	119	3.70%	114	-4.26%
Financial expenses					
Interest charges	150	160	7.01%	171	6.90%
Exchange loss	4	3	-10.18%	1	-80.28%
Other financial charges	1	4	202.97%	5	24.86%
Financial allocations	1	1		0	
TOTAL V	155	168	8.29%	178	5.78%
Financial Result VI (IV-V)	-40	-49	21.43%	-64	30.30%
Current Result (III + VI)	228	279	22.28%	245	-12.07%
Non-current products					
Proceeds from disposal of fixed assets	5	92	1687.72%	1	-98.65%
Balancing grant					
Reversals of investment grants					
Other non-current products	4	2	-58.65%	1	-44.55%
Non-current reversals transfer charges		0	N/A	4	
TOTAL VIII	9	94	912.99%	6	-93.42%
Non-current charges					



Net Depreciation Values. Immob. Ceded	7	56		1	
Grant granted					
Other expenses	1	17	1068.22%	7	-51.21%
NC allocations to depreciation and provisions	1	6	482.79%	3	-51.12%
TOTAL IX	9	79	773.15%	10	-86.68%
Non-current result (VIII-IX)	0	15	6,154.40%	-4	-128.69%
Results before taxes (VII + X)	228	294	28.70%	241	-18.03%
Income taxes	51	75	45.10%	54	-27.18%
Net profit	177	219	23.95%	186	-14.91%
Total products (I + IV + VIII)	3 972	4,570	15.05%	5,061	10.75%
Total charges (II + V + IX + XIII)	3 795	4 351	14.64%	4 875	12.04%
Net result (Tot Prod. - Tot Charges)	177	219	23.95%	186	-14.91%

Source: Label Vie

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Partie I.

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Risks

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II. Risks associated with the issuer

The Label'Vie group operates in a changing environment that induces risks, some of which may occasionally escape its control, and which are in addition to the risks inherent in the exercise of its businesses. The Label'Vie group has presented below the significant risks to which it believes it is exposed.

Economic risk

The future revenues and results of the Label'Vie group depend significantly on the evolution of the Moroccan economy.

The main activity of the Label'Vie group is the sale of consumer products. Consequently, the turnover and the profitability of the Label'Vie group depend significantly on the evolution of the consumption expenses of Moroccans. The evolution of consumption in Morocco is particularly in the context of the evolution of the economic situation of the country and, more particularly, of the disposable income of the population. A contraction or weaker future growth of the Moroccan economy could have a negative impact on the increase in the number of consumers and the average basket, which could have an unfavorable impact on the growth and profitability of the Label'Vie group's activities. or even lead to a decrease in its income and results.

The economic risk is reduced in the first place thanks to the outlook emanating from international bodies in terms of the development of GDP and inflation. Secondly, the economic risk is mitigated, in the case of the Label'Vie group, thanks to the structure of the turnover, essentially made up of the sales of food products, therefore of first necessity.

Competitive risk

Competitive risk covers both the risk of the appearance of a new organized competitor, and the risk of losing ground in relation to existing competitors. The Label'Vie group could thus face increased competition in the Moroccan retail market with the development of competing brands, which would lead to a loss of market share and a reduction in the Label'Vie group's revenues.

Label'Vie, after having forged a benchmark partnership with the Carrefour group, depends on the latter, whose brand image and guarantee of quality it uses.

Investment risk

The investment risk is the risk of not carrying out projects on budget and on schedule initially, which would lead to a lag or decrease in project performance.

However, the Label'Vie group has accumulated a wealth of experience in carrying out store opening projects, supported by the expertise of the real estate company Aradei Capital in land management. The investment risk is also reduced to date thanks to the creation of a team dedicated entirely to development management and which has experience in the various operational departments of the Label'Vie group.

The Label'Vie group also benefits from the expertise of its partner, Carrefour Partenariat International, to successfully develop new Carrefour hypermarkets. In addition, the investment risk also includes certain risks associated with changes in the price of real estate in Morocco. The demand for real estate in urban areas continues to increase, due to population growth, the increase in the rate of urbanization and the facilitation of access to credit. The probability that land prices will continue the upward trend recorded in recent years is high. This situation represents a risk factor for the Label'Vie group, if the latter does not manage to limit the impact of the increase in the price of commercial real estate in its investment program.

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This risk is nevertheless mitigated on the one hand by the state's desire to create 15 new towns by 2020. These satellite towns would constitute an additional supply of land in urban areas, which would tend to mitigate the surge in prices, and on the other hand by the creation of the Aradei Capital property company to support real estate investments.

Management risk

Within the framework of its activity, the Label'Vie group is subject to several management risks including in particular: risks related to foodstuffs, risks relating to theft and fraud, as well as risks related to human resources.

Food products are by definition likely to cause real health risks. Despite the civil liability insurance taken out by the company, a consumer affected by a food product purchased from one of the labels of the Label'Vie group could cause damage in terms of image and reputation for the group as a whole. This situation could result in particular in the loss of customers and have repercussions on the group's revenues.

The performance of the Label'Vie group depends significantly on its management team, which has extensive experience and knowledge of mass distribution. The loss of key members of management could have a significant negative impact on the capacity of the Label'Vie group to implement its strategy. The Label'Vie group also depends on qualified staff with the experience and skills necessary for the development of its activity. Any difficulty for group companies in recruiting and training competent and qualified teams could result in particular in a degradation of the services offered by the group. The Label'Vie group also depends on its reference shareholder from whom there is a risk of exiting.

Legal risk

II.1. Legal risk related to the mass distribution sector

The activities of the Label'Vie group are subject to numerous regulations relating to the nature of the products it markets. The regulatory framework is subject to future changes which could be favorable or unfavorable to the group. These changes could entail additional costs, not be in line with the development model of the Label'Vie group or modify the competitive context in which the group could operate.

II.2. Legal risk lié to investments

Authorization applications for the construction of department stores in large cities are processed by the municipalities which submit them to the departments and organizations concerned for specific technical aspects, namely the Urban Agency and the Economic Division of the Prefecture.

These requests are then processed by a tripartite commission chaired by the director of the Urban Agency and bringing together representatives of the municipality and the Wilaya which decides on the project in accordance with legal and regulatory requirements and in particular those of town planning documents. in force (Urban Development Master Plan, Development Plan, etc.).

With regard to requests for operating authorizations, this attribution is the responsibility of the president of the municipality under article 44 of the municipal charter. Regarding the procedure for examining this request, it differs from one municipality to another.

Currency risk linked to purchases

Label'Vie is a company that obtains supplies on the international market for certain imported products such as fresh products (Carrefour products, cheese, cold meats, etc.), dry products or even certain bazaar products. As a result, and like any importing company, it is exposed to the risk of unfavorable variations in exchange rates on the currency market.

Health risk

In the context of an unprecedented pandemic crisis, Label'Vie has shown great resilience and mobilized all of its teams to preserve its activity and continue to serve its customers as well as possible.

In this context, Label'Vie has introduced a set of measures to deal with it, in particular:

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- Following the establishment, on the high instructions of His Majesty King Mohamed VI, of the Special Fund for the management of the Coronavirus pandemic (Covid 19), the Label'Vie group responded to this outpouring of solidarity and decided to " a financial contribution of 50 million dirhams.
- Wiqayatna: support for the Ministry of the Interior and Health in communication around the application through an internal and external communication system.

Collaborators

- Perform as much as possible remotely, telecommuting for activities that do not require a physical presence;
- Deploy a new organization in points of sale; PCA:new work organization where the teams are perfectly tight, each of them works 14 days continuously without the possibility of interaction with the other team in the same department.
- Payment of salary in full to all employees;
- Payment of an exceptional bonus for all employees of the points of sale;
- Support for the family of a COVID-19 sick employee and continued payment of his salary;
- Support for transport of personnel during confinement;
- Material equipment (mask, gel, visor, plexiglass, etc.) for employees.

Clients

- Regarding the store environment, all sales surfaces are fully disinfected by authorized service providers (positive and negative cold cabinets, checkout mats, electronic payment terminal and plexiglass panel).
- Regarding the customer journey, this was understood as soon as the customer arrived in the store. First of all, by regulating the flow of customers according to the area of the store and by installing a marking on the ground allowing the safety distance of one meter to be respected. Then, agents disinfect the trolleys and baskets before handing them over to the customer or when they are in self-service as well as the toilets for customers.
- The sanitary system has even been extended to the customer experience, namely the packaging of bakery and pastry products in plastic or kraft paper bags. Products offered in bulk, such as pasta, starches, spices or dried fruits have also been placed in trays or are now offered for assisted sales. As a preventive measure, in-store tastings have been stopped and the dining area closed.

The LabelVie group has installed disinfection SAS in front of the entrance to its stores and its logistics platform.

III. Risks associated with the transaction or the securities offered

Subscription to commercial paper may present certain risks listed below:

- Issuer default risks;
- Risk of non-reimbursement;
- Liquidity risk;
- Interest rate risk.

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Issuer default risks

The subscriber runs the risk that the issuer will be totally or partially unable to honor its commitments throughout the subscription process, order processing, settlement / delivery of subscriptions, etc.

Risks of non-reimbursement

The subscriber may run the risk that the issuer may be totally or partially unable to honor its commitments to repay the sums due to it, in particular because the issue does not benefit from any specific guarantee.

Liquidity risks

The subscriber could encounter difficulties in liquidating his commercial papers on the secondary market.

Interest rate risks

The subscriber could face an increase in interest rates in the market which would cause the price of the security to fall.

In the event of a sale on the secondary market at a time when the market rate is higher than the nominal rate of the commercial paper, the subscriber could realize a capital loss.

Warning

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The aforementioned information constitutes only part of the information file referred to by the Moroccan Capital Market Authority (AMMC) under reference no.VI / EM / 017/2020 the September 04, 2020;

The AMMC recommends reading the entire information file which is made available to the public in French.

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